

THIS LEASE AMENDMENT (this "Amendment") made as of the 28 day of February, 1992 between BATTERY PARK CITY AUTHORITY ("Landlord"), a body corporate and politic constituting a public benefit corporation of the State of New York, having an office at One World Financial Center, New York, New York 10281 and BATTERY PLACE ASSOCIATES ("Tenant"), a New York general partnership having an office at c/o Milstein Properties, 1271 Avenue of the Americas, New York, New York 10020.

W I T N E S S E T H :

WHEREAS, Landlord and Tenant are parties to an Agreement of Lease dated as of March 12, 1987, a Memorandum of which, bearing even date therewith, was recorded in the Office of the City Register, New York County on February 29, 1988 in Reel 1371 at page 0166, as amended by letter agreements dated May 24, 1988 and June 6, 1989, respectively, and lease amendment dated as of May 17, 1991 (collectively, the "Lease") covering the premises more particularly described therein; and

WHEREAS, the Lease provided, in part, that in the event Tenant submitted its leasehold estate in the Premises (as such term is defined in the Lease) to a condominium form of ownership, Tenant would be obligated to pay to Landlord a Transaction Payment (as such term is defined in the Lease) in the amount, at the time and in the manner therein provided; and

WHEREAS, Tenant has submitted its leasehold estate in the Premises to condominium ownership; and

WHEREAS, Tenant has requested an amendment to the Lease, hereinafter more particularly described; and

WHEREAS, Landlord is willing to so amend the Lease.

NOW, THEREFORE, for good and valuable consideration, the parties hereto hereby agree that the Lease is hereby amended in the following respect:

1. The first sentence of Section 3.05(b) of the Lease, as heretofore amended, is hereby further amended by deleting therefrom the phrase "the fifth anniversary of the Commencement Date" and substituting therefor the date "November 12, 1992."

2. Except as herein amended, the terms and provisions of the Lease, in all other respects, shall remain unmodified and in full force and effect.



STATE OF NEW YORK )  
 ) SS.:  
COUNTY OF NEW YORK )

On this <sup>March</sup> 5<sup>th</sup> day of February, 1992, before me personally appeared Howard P. Milstein, to me known, who, being by me duly sworn, did depose and say that he resides at 1271 Avenue of the Americas, New York, New York, that he is a partner in the New York partnership known as Battery Place Associates, the partnership described in and which executed the foregoing instrument and acknowledged that he executed the same.

Carole E. Pomeroy  
NOTARY PUBLIC  
Notary Public, State of New York  
No. 41-4771928  
Qualified in Queens County  
Certificate Filed in Queens County  
Commission Expires 2-28-93

STATE OF NEW YORK )  
 ) SS.:  
COUNTY OF NEW YORK )

On this <sup>4482 c. d.</sup> 5<sup>th</sup> day of February, 1992, before me personally came David Emil, to me known, who, being by me duly sworn, did depose and say that he resides at New York City, that he is the \_\_\_\_\_ of Battery Park City Authority, the public benefit corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the members of said corporation; and that he signed his name thereto by like order.

[Signature]

Notary Public

LOUIS MAZUR  
NOTARY PUBLIC, State of New York  
No. 02MA4805656  
Qualified in Nassau County  
Commission Expires May 30, 1992